

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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|---------------------------|---|-------------------------|
| In re |) | Chapter 11 |
| DELPHI CORPORATION, et al |) | Case No. 05-44481 (RDD) |
| Debtors. |) | Jointly Administered |
| |) | |

**FIRST INTERIM FEE APPLICATION FOR PRICEWATERHOUSECOOPERS LLP
FOR THE PERIOD FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

SUMMARY OF EXHIBITS

Exhibit A -- Certification of Brian D. Decker.

Exhibit B -- Retention Order dated June 21, 2006 authorizing the employment and retention of PricewaterhouseCoopers LLP to provide certain Sarbanes-Oxley Compliance, Tax and Financial Planning and Other General Tax Consulting Services to the Debtors; Supplemental Retention Order dated January 18, 2007 expanding the scope of retention for the due diligence project.

Fixed Fee Services

Exhibit C -- Invoice and summary schedule for the Fixed Fee - Executive Personal Financial Planning Services

Hourly Fee Services

Exhibit D -- Summary of Hours, Billing Rate and Fees by Professional

Exhibit E -- Project Category Fees, Subcategories and Task Codes

Exhibit F -- Daily Time Detail by Category and Professional

Exhibit G -- Summary and Details of Expenditures by Professional